

U.S. Department of Justice
Washington, DC 20530

OMB NO. 1124-0003; Expires February 28, 2014

Amendment to Registration Statement
Pursuant to the Foreign Agents Registration Act of
1938, as amended

INSTRUCTIONS. File this amendment form for any changes to a registration. Compliance is accomplished by filing an electronic amendment to registration statement and uploading any supporting documents at <http://www.fara.gov>.

Privacy Act Statement. The filing of this document is required for the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.*, for the purposes of registration under the Act and public disclosure. Provision of the information requested is mandatory, and failure to provide the information is subject to the penalty and enforcement provisions established in Section 8 of the Act. Every registration statement, short form registration statement, supplemental statement, exhibit, amendment, copy of informational materials or other document or information filed with the Attorney General under this Act is a public record open to public examination, inspection and copying during the posted business hours of the Registration Unit in Washington, DC. Statements are also available online at the Registration Unit's webpage: <http://www.fara.gov>. One copy of every such document, other than informational materials, is automatically provided to the Secretary of State pursuant to Section 6(b) of the Act, and copies of any and all documents are routinely made available to other agencies, departments and Congress pursuant to Section 6(c) of the Act. The Attorney General also transmits a semi-annual report to Congress on the administration of the Act which lists the names of all agents registered under the Act and the foreign principals they represent. This report is available to the public in print and online at: <http://www.fara.gov>.

Public Reporting Burden. Public reporting burden for this collection of information is estimated to average 1.5 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Chief, Registration Unit, Counterespionage Section, National Security Division, U.S. Department of Justice, Washington, DC 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503.

1. Name of Registrant

Hill and Knowlton Strategies, LLC

2. Registration No.

3301

3. This amendment is filed to accomplish the following indicated purpose or purposes:

☐ To give a 10-day notice of change in information as required by Section 2(b) of the Act.

☐ To correct a deficiency in:

☐ Initial Statement

☐ Supplemental Statement for the period ending _____

☐ Other purpose (specify) _____

☒ To give notice of change in an exhibit previously filed.

4. If this amendment requires the filing of a document or documents, please list:

Certificate of Formation of Hill and Knowlton Strategies, LLC

Certificate of Conversion Converting Hill and Knowlton, Inc. to Hill and Knowlton Strategies, LLC

5. Each item checked above must be explained below in full detail together with, where appropriate, specific reference to and identity of the item in the registration statement to which it pertains. (If space is insufficient, a full insert page must be used.)

Hill and Knowlton, Inc. (registration no. 3301) has converted to a limited liability company. The new name of the registrant is Hill and Knowlton Strategies, LLC. The attached Certificate of Formation and Certification of Conversion are submitted as amendments to the previously submitted Exhibit C.

NSD/CES/REGISTRATION UNIT
2012 JAN 25 PM 3:25

EXECUTION

In accordance with 28 U.S.C. § 1746, the undersigned swear(s) or affirm(s) under penalty of perjury that he/she has (they have) read the information set forth in this registration statement and the attached exhibits and that he/she is (they are) familiar with the contents thereof and that such contents are in their entirety true and accurate to the best of his/her (their) knowledge and belief, except that the undersigned make(s) no representation as to the truth or accuracy of the information contained in the attached Short Form Registration Statement(s), if any, insofar as such information is not within his/her (their) personal knowledge.

(Date of signature)

(Print or type name under each signature or provide electronic signature¹)

January 25, 2012

/s/ Danner Bethel

eSigned

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¹ This statement shall be signed by the individual agent, if the registrant is an individual, or by a majority of those partners, officers, directors or persons performing similar functions, if the registrant is an organization, except that the organization can, by power of attorney, authorize one or more individuals to execute this statement on its behalf.

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "HILL AND KNOWLTON, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "HILL AND KNOWLTON, INC." TO "HILL AND KNOWLTON STRATEGIES, LLC", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2011, AT 2:42 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2011, AT 11:59 O'CLOCK P.M.

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2012 JAN 25 PM 3:25

2114179 8100V

111351029

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9263006

DATE: 12-29-11

CERTIFICATE OF CONVERSION

CONVERTING

HILL AND KNOWLTON, INC.
(a Delaware Corporation)

TO

HILL AND KNOWLTON STRATEGIES, LLC
(a Delaware Limited Liability Company)

Hill and Knowlton, Inc., the corporation that is converting to a Delaware limited liability company (the "Converting Corporation"), and Hill and Knowlton Strategies, LLC, the continuing Delaware limited liability company (the "LLC"), hereby certify that:

1. Name of Converting Corporation. The name of the Converting Corporation immediately prior to the filing of this Certificate of Conversion was "Hill and Knowlton, Inc."

2. Date and Jurisdiction of Organization of Converting Corporation. The date on which, and the jurisdiction where, the Converting Corporation was organized are as follows:

Date
January 7, 1987

Jurisdiction
Delaware

3. Name of Converted Limited Liability Company. The name of the Delaware limited liability company to which the Converting Corporation has been converted and the name set forth in the Certificate of Formation of the Company, filed in accordance with Section 18-214(b) of the Delaware Limited Liability Company Act, is "Hill and Knowlton Strategies, LLC".

4. Approval of Conversion. The conversion of the Converting Corporation to the LLC has been approved in accordance with the provisions of Section 266 of the General Corporation Law of the State of Delaware.

5. Effectiveness. This Certificate of Conversion shall become effective at 11:59 p.m. on December 31, 2011.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Conversion as of December 29, 2011.

HILL AND KNOWLTON, INC.

By: /s/ Kevin Farewell
Name: Kevin Farewell
Title: Secretary

MSD/CES/REGISTRATION UNIT
2012 JAN 25 PM 3:25

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "HILL AND KNOWLTON STRATEGIES, LLC" FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2011, AT 2:42 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2011, AT 11:59 O'CLOCK P.M.



2114179 8100V

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at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9263006

DATE: 12-29-11

**CERTIFICATE OF FORMATION
OF
HILL AND KNOWLTON STRATEGIES, LLC**

This Certificate of Formation is being executed as of December 29, 2011 for the purpose of forming a limited liability company pursuant to the Delaware Limited Liability Company Act, 6 Del. C. §§ 18-101 et seq. (the "Act").

The undersigned, being duly authorized to execute and file this Certificate of Formation, does hereby certify as follows:

1. Name. The name of the limited liability company is Hill and Knowlton Strategies, LLC (the "Company").

2. Registered Office and Registered Agent. The Company's registered office in the State of Delaware is located at is 874 Walker Road, Suite C, Dover, Delaware 19904 and the name of the registered agent at said address is United Corporate Services, Inc.

3. Conversion. The Company has been converted to a Delaware limited liability company pursuant to Section 18-214 of the Act. The Company constitutes a continuation of the existence of the converted other entity in the form of a Delaware limited liability company.

4. Effectiveness. This Certificate of Formation shall become effective at 11:59 p.m. on December 31, 2011.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Formation as of the day and year first above written.

/s/ Kevin Farewell

Name: Kevin Farewell

Title: Secretary

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